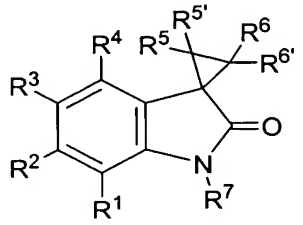
WHAT IS CLAIMED IS:

1. A compound having the formula:



wherein

R^1, R^2, R^3 and R^4 are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, OR^8, NO_2, CN and halogen

wherein

R^8 is a member selected from H and substituted or unsubstituted alkyl;

R^5 and $R^{5'}$ are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, CN, SR^9 and $C(O)R^9$

wherein

R^9 is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl, $NR^{10}R^{11}$ and OR^{11}

wherein

R^{10} is a member selected from H, substituted or unsubstituted alkyl and OR^{12}

wherein

R^{12} is a member selected from H, substituted or unsubstituted alkyl and substituted or unsubstituted heteroalkyl;

R^{11} is a member selected from H, $C(O)R^{13}$, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl and substituted or unsubstituted heterocycloalkyl, and wherein R^{10} and R^{11},

together with the nitrogen to which they are bound, are optionally joined to form a substituted or unsubstituted heterocycloalkyl ring system having from 3 to 7 members

wherein

R^{13} is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl and $NR^{14}R^{15}$

wherein

R^{14} and R^{15} are members independently selected from H, substituted or unsubstituted alkyl and substituted or unsubstituted heteroalkyl;

R^6 and $R^{6'}$ are members independently selected from H, substituted or unsubstituted alkyl and $C(O)R^{16}$;

wherein

R^{16} is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, $NR^{17}R^{18}$ and OR^{17}

wherein

R^{17} and R^{18} are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl and substituted or unsubstituted aryl; and

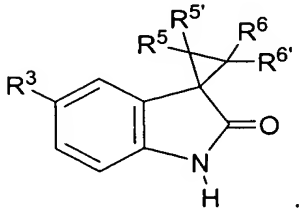
R^7 is a member selected from H, substituted or unsubstituted alkyl and substituted or unsubstituted heteroalkyl.

2. The compound according to claim 1, wherein at least one of R^5 and $R^{5'}$ is a member selected from substituted or unsubstituted phenyl, substituted or unsubstituted pyridyl, substituted or unsubstituted furanyl, substituted or unsubstituted benzofuranyl, substituted or unsubstituted quinolinyl, and substituted or unsubstituted thienyl.

3. The compound according to claim 1, wherein at least one of R^{10} and R^{11} is substituted or unsubstituted C_1-C_6 alkyl.

4. The compound according to claim 1, wherein at least one of R^6 and $R^{6'}$ is a member selected from substituted or unsubstituted C_1-C_6 alkyl.

5. The compound according to claim 1, having the formula:



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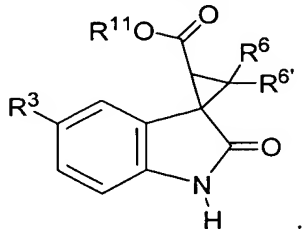
6. The compound according to claim 5, having the formula:



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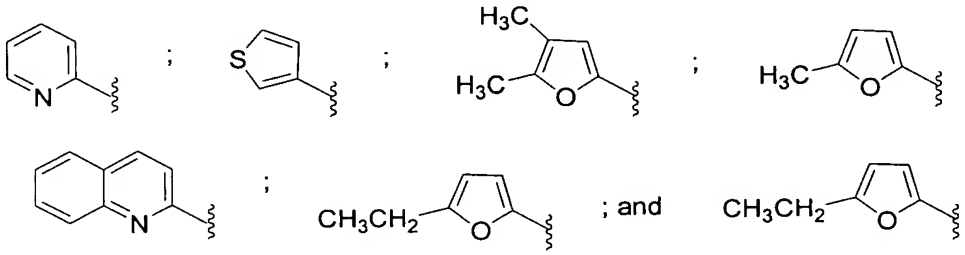
7. The compound according to claim 6, wherein R^{11} is substituted or unsubstituted C_1-C_4 alkyl.

8. The compound according to claim 5, wherein at least one of R^5 and $R^{5'}$ is a member selected from substituted or unsubstituted:



; and

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9. The compound according to claim 5, wherein R^6 and $R^{6'}$ are independently selected from substituted or unsubstituted methyl and substituted or unsubstituted ethyl.

10. A pharmaceutical formulation comprising a compound according to claim 1 and a pharmaceutically acceptable carrier.

11. A method of inhibiting HIV in a cell, said method comprising contacting said cell with an amount of a compound according to claim 1 sufficient to inhibit said HIV.

12. A method of inhibiting reverse transcriptase in a cell, said method comprising contacting said cell with an amount of a compound according to claim 1 sufficient to inhibit said reverse transcriptase.

13. The method according to claim 11, wherein said cell is in a human.

14. The method according to claim 12, wherein said cell is in a human.

15. A method of treating HIV infection in a human subject comprising administering to said subject an amount of a compound according to claim 1, sufficient to treat said HIV infection.

16. A method of providing prophylaxis against HIV infection comprising administering a prophylactic amount of a compound according to claim 1 to a person who is at risk of HIV infection.

17. The method according to claim 15, wherein said HIV is a drug resistant mutant.